

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

1-275A007

September 26, 1991

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

17549
RECORDATION NO. 17549

OCT 2 1991 1 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Memorandum of Note and Security Agreement dated as of September 8, 1991 between the following parties:

Secured Party:	HELM FINANCIAL CORPORATION One Embarcadero Center 35th Floor San Francisco, CA 94111
Debtor:	National Railroad Passenger Corporation 400 North Charles Street Washington, D.C. 20001

The equipment involved in this transaction is as follows:

Equipment:	1 GP40-2 Locomotive #Amtrak 661 See Annex A for Car Numbers
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Please file this agreement as a primary document. The filing fee of \$15 is enclosed. Thank You.

Sincerely,

Karen Rahnasto

Karen Rahnasto
Fleet Operations Administrator

KR/tw
Enclosures

RECORDING UNIT
OCT 2 1 39 PM '91

10/2/91

Interstate Commerce Commission
Washington, D.C. 20423

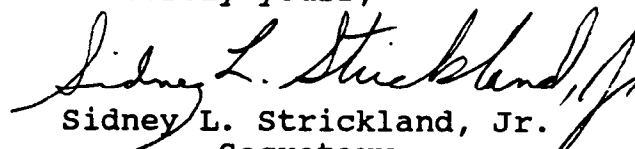
OFFICE OF THE SECRETARY

Karen Rahmasto
Helm Financial Corporation
One Embarcadero Center
San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/2/91 at 1:40pm, and assigned recordation number(s). 17439-B, 16349-B, 16834-B, 17549 & 17550

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

OCT 2 1991 4 40 PM

**MEMORANDUM OF
NOTE AND SECURITY AGREEMENT**

INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF NOTE AND SECURITY AGREEMENT is intended to evidence the Note and Security Agreement dated as of September 8, 1991 (the "Note and Security Agreement") between National Railroad Passenger Corporation, a District of Columbia corporation (the "Maker"), and Helm Financial Corporation, a California corporation (the "Secured Party"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Debtor is the owner of the Locomotives more fully described in Annex A hereto (the "Equipment"). The Debtor has granted a security interest in the Equipment to the Secured Party upon the terms and conditions provided in the Note and Security Agreement.

IN WITNESS WHEREOF, the Debtor and the Secured Party, each pursuant to due authority, have executed this Memorandum of Note and Security Agreement, as of this 8th day of September, 1991.

DEBTOR 

NATIONAL RAILROAD PASSENGER CORPORATION

BY: Richard I. Klein

Title: Treasurer

SECURED PARTY

HELM FINANCIAL CORPORATION

BY:  *AW*

Title: _____

**MEMORANDUM
OF NON-RECOURSE
NOTE AND SECURITY AGREEMENT
DATED AS OF September 8, 1991**

Equipment Description

GP 40 CLC

Equipment Numbers

Amtrak - 661

Old - 341

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

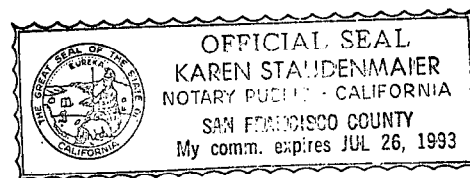
On this 24th day of September, 1991, before me personally appeared Richard C. Kuchner to me personally known, who, being by me duly sworn, says that he is President of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier
Notary Public

My Commission Expires:

July 26, 1993

[Notarial Seal]



DISTRICT OF COLUMBIA

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On this 10th day of September, 1991, before me personally appeared Richard I. Klein, to me personally known, who, being by me duly sworn, says that he is Treasurer of National Railroad Passenger Corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John W. [Signature]
Notary Public

My Commission Expires:

1-1-95

[Notarial Seal]